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DECLARATION AND POWER OF ATTORNEY
(Joint Inventors - Foreign)

We, Stuart Berkowitz, Liang Shen, Ningyan Liu, and Robert Marchand, hereby declare that we are,

respectively,

a citizen of Canada and the United States, residing at 93A Chaplin Crescent, Toronto, Ontario, M5P 1A4, CANADA

a citizen of Canada, residing at 42 Page Avenue, North York, Ontario, M2K 2B4, CANADA

a citizen of Australia, residing at 28 Warfield Drive, North York, Ontario, M2J 3S3, CANADA

a citizen of Canada, residing at 230 McBride Crescent, King City, Ontario, L7B 1H5, CANADA

that we have reviewed and understand the content of the specification, including the claims, (Jones, Day, Reavis & Pogue Docket No. 668437600002) filed on January 12, 2001, under U.S. Application No. 09/759,829; and we believe that we are the original, first, and joint inventors of the subject matter which is claimed therein and for which a patent is sought on the invention or discovery entitled:

AUDIO ADVERTISING COMPUTER SYSTEM AND METHOD

and that we acknowledge our duty to disclose information of which we are aware which is material to the examination of this application, in accordance with Title 37, Code of Federal Regulations, Section 1.56(a).

We hereby designate the following as our mailing address and telephone number:

John V. Biernacki
Jones, Day, Reavis & Pogue
North Point
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939



and appoint each of the following as our attorneys with full power of substitution and revocation, to prosecute this application and to transact all business in the Patent and Trademark Office connected therewith:

Kenneth R. Adamo, Registration No. 27,299; Barbara Arndt, Registration No. 37,768; John V. Biernacki, Registration No. 40,511; David B. Cochran, Registration No. 39,142; Regan J. Fay, Registration No. 26,878; F. Drexel Feeling, Registration No. 40,602; Calvin P. Griffith, Registration No. 34,831; Warren M. Haines, Registration No. 40,632; David M. Maiorana, Registration No. 41,449; Shawn A. McClintic, Registration No. 45,856; Timothy J. O'Hearn, Registration No. 31,552; Stephen D. Scanlon, Registration No. 32,755; H. Duane Switzer, Registration No. 22,431; Michael W. Vary, Registration No. 30,811; and James L. Wamsley, III, Registration No. 31,578;

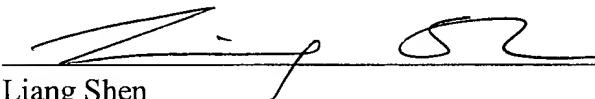
all having the above designated address.

We further declare that all statements made herein of our own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code, and that such willful false statements may jeopardize the validity of the application or any patent issuing thereon.


Stuart Berkowitz

Date March 03/01

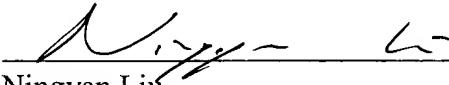
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Liang Shen

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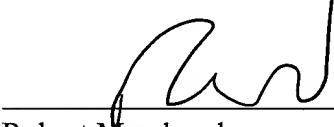
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